

LAW OFFICES OF RICHARD A. FOGEL, PLLC

2730 STEMMONS FREEWAY

SUITE 813

DALLAS, TEXAS 75207

(214)267-9110

(214)267-9115 FAX

March 15, 2001

RECORDATION NO. 18075-TT FILED

MAR 19 2001 10:18 AM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 10, Eleventh Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Eleventh Supplement to Equipment Trust Agreement, a primary document, dated as of March 13, 2001, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated March 13, 2001, between the Company ("Assignor") and the Bank, as Trustee ("Assignee"); and
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 13, 2001, between the Company ("Seller") and the Bank, as Trustee ("Buyer").
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated March 13, 2001, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Eleventh Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18075 on December 31, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 18075-A and 18075-B, respectively.

18075 TT 10:18 AM

The enclosed Bill of Sale referenced in paragraph 4, above, relates to the railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Eleventh Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$108.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Eleventh Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Eleventh Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Eleventh Supplement to Equipment Trust Agreement, a primary document, dated as of March 13, 2001, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering various railroad cars, and (ii) Assignment, a primary document, dated March 13, 2001, between the Company (as Assignor), and the Bank, as Trustee, and covering various railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated March 13, 2001, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Eleventh Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated March 13, 2001, between The Bank, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement referred to in paragraph A, above.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Fogel". The signature is fluid and cursive, with a large initial "R" and a stylized "Fogel".

Richard A. Fogel

Enclosures

EXHIBIT A

1. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and PCS Nitrogen (formerly Arcadian Fertilizer), covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	18,372 Gal. 111A100W7 Tank Cars	TILX 200125

2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company, covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
11	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49059-49069

3. Railroad Car Lease Agreement, dated November 9, 1998 between Trinity Industries Leasing Company and Transammonia, Inc., covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	13,818 Gal. 111A100W1 Tank Cars	TILX 135466-135484

TRINITY INDUSTRIES LEASING COMPANY

(Series 10-11)

Equipment Trust, Series 10

Bill of Sale

THIS AGREEMENT, dated the 13th day of March, 2001, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York banking association, as Trustee (hereinafter called "Buyer"), as contemplated by the Eleventh Supplement to Equipment Trust Agreement dated as of March 13, 2001, supplementing and amending the Equipment Trust Agreement dated as of December 30, 1992 (the "Equipment Trust Agreement"), between Seller and Buyer.

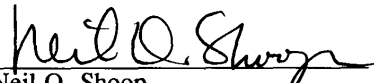
WITNESSETH:

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

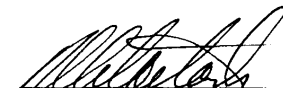
Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: 
Neil O. Shoop
Treasurer

[SEAL]

ATTEST:


Secretary

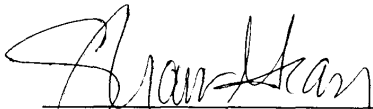
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SURFACE TRANSPORTATION BOARD

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 13th day of March, 2001 before me, personally appeared Neil O. Shoop, to me personally known, who being by me duly sworn, says that he is the Treasurer of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

My Commission expires:



EXHIBIT A

1. Railroad Car Lease Agreement, dated August 3, 1995, between Trinity Industries Leasing Company and PCS Nitrogen (formerly Arcadian Fertilizer), covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	18,372 Gal. 111A100W7 Tank Cars	TILX 200125

2. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company, covering the following described railroad cars (Partial Rider 9):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
11	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49059-49069

3. Railroad Car Lease Agreement, dated November 9, 1998 between Trinity Industries Leasing Company and Transammonia, Inc., covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
19	13,818 Gal. 111A100W1 Tank Cars	TILX 135466-135484

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1. 1 Tank Car	111A100W7	18,372 Gal.	TILX 200125	09/95
2. 11 Hopper Cars	Lo	5,161 cu. ft.	ADMX 49059-49069	09/96
3. 19 Tank Cars	111A100W1	13,818 Gal.	TILX 135466-135484	03/99